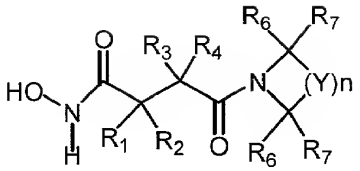
What is claimed is:

1. A compound of Formula (I):



wherein:

$R_1$ is hydrogen, halo, -OH, $-R_8OR_9$, $-R_9$, $-OR_9$, -SH, $-SR_9$, $-NH_2$, $-NHR_9$ – $NR_9R_{10}$, -NHC(=O)H, $-NR_9C(=O)H$, $-NHC(=O)R_9$, $-NR_9C(=O)R_{10}$, $-NHC(=O)NH_2$, $-NR_9C(=O)NH_2$, $-NHC(=O)NHR_9$, $-NHC(=O)NR_9R_{10}$, $-NR_9C(=O)NR_{9a}R_{10}$, $-NHC(=O)OR_9$, $-NR_9C(=O)OR_{10}$, $-NHS(=O)_2R_9$, $-NR_9S(=O)_2R_{10}$, $-NHS(=O)_2OR_9$, or $-NR_9S(=O)_2OR_{10}$ where $R_8$ is selected from the group consisting of $-C_1$-$C_{12}$ alkylene, substituted alkylene, or heteroalkylene, -$C_1$-$C_{12}$ alkenylene, substituted alkenylene, or heteroalkenylene, -$C_1$-$C_{12}$ alkynylene, substituted alkynylene, or heteroalkynylene, and $-(C_1$-$C_8$ alkylene or substituted alkylene$)_{n1}$-($C_3$-$C_{12}$ arylene or heteroarylene)-($C_1$-$C_8$ alkyl or substituted alkyl$)_{n2}$ where n1 and n2 are independently 0 or 1; and $R_9$, $R_{9a}$ and $R_{10}$ are independently selected from the group consisting of $-C_1$-$C_{12}$ alkyl, substituted alkyl, or heteroalkyl, -$C_1$-$C_{12}$ alkenyl, substituted alkenyl, or heteroalkenyl, -$C_1$-$C_{12}$ alkynyl, substituted alkynyl, or heteroalkynyl, and $-(C_1$-$C_8$ alkyl or substituted alkyl$)_{n3}$-($C_3$-$C_{12}$ arylene or heteroarylene)-($C_1$-$C_8$ alkyl or substituted alkyl$)_{n4}$ where n3 and n4 are independently 0 or 1;

$R_2$ is independently hydrogen or $-R_9$ wherein $R_9$ is as defined above;

$R_3$ is hydrogen, halo, $-R_{11}$, -OH, $-OR_{11}$, $-R_{12}OR_{11}$, -SH, $-SR_{11}$, $-NH_2$, $-NHR_{11}$, $-NR_{11}R_{13}$, -NHC(=O)H, $-NR_{11}C(=O)H$, $-NHC(=O)R_{11}$, $-NR_{11}C(=O)R_{13}$, $-NHC(=O)NH_2$, $-NR_{11}C(=O)NH_2$, $-NHC(=O)NHR_{11}$, $-NHC(=O)NR_{11}R_{13}$, $-NR_{11}C(=O)NR_{11a}R_{13}$, $-NHC(=O)OR_{11}$, $-NR_{11}C(=O)OR_{13}$, $-NHS(=O)_2R_{13}$, $-NR_{11}S(=O)_2R_{13}$, $-NHS(=O)_2OR_{11}$, or $-NR_{11}S(=O)_2OR_{13}$, where $R_{12}$ is selected from the group consisting of $-C_1$-$C_{12}$ alkylene, substituted alkylene, or heteroalkylene, -$C_1$-$C_{12}$ alkenylene, substituted alkenylene, or heteroalkenylene, -$C_1$-$C_{12}$ alkynylene, substituted alkynylene, or heteroalkynylene, and $-(C_1$-$C_8$ alkylene or substituted alkylene$)_{n5}$-($C_3$-$C_{12}$ arylene or heteroarylene)-($C_1$-$C_8$ alkyl or substituted alkyl$)_{n6}$

where n5 and n6 are independently 0 or 1; and $R_{11}$, $R_{11a}$ and $R_{13}$ are independently selected from the group consisting of –$C_1$-$C_{12}$ alkyl, substituted alkyl, or heteroalkyl, -$C_1$-$C_{12}$ alkenyl, substituted alkenyl, or heteroalkenyl, -$C_1$-$C_{12}$ alkynyl, substituted alkynyl, or heteroalkynyl, and –($C_1$-$C_8$ alkyl or substituted alkyl)$_{n7}$-($C_3$-$C_{12}$ arylene or heteroarylene)-($C_1$-$C_8$ alkyl or substituted alkyl)$_{n8}$ where n7 and n8 are independently 0 or 1;

$R_4$ is hydrogen or –$R_{11}$ where –$R_{11}$ is as defined above;

n is an integer from 1 to 5;

zero or one Y is selected from the group consisting of –O-, -$NR_{11}$- where $R_{11}$ is as defined above, and –S-, and all remaining Y are –$CR_6R_7$- where $R_6$ and $R_7$ are each independently selected from the group consisting of hydrogen, -$R_{14}$, -OH, -$OR_{14}$, -SH, -$SR_{14}$, -$NH_2$, -$NHR_{14}$, -$NR_{14}R_{15}$, -C(=O)H, -$C(=O)R_{14}$, -$C(=O)NH_2$, -$C(=O)NHR_{14}$, -$C(=O)NR_{14}R_{15}$, -C(=O)OH, -$C(=O)OR_{14}$, -C(=O)SH, -$C(=O)SR_{14}$, -$C(=O)CH_3$, -$C(=O)CH_2R_{14}$, -$C(=O)CHR_{14}R_{15}$, -$C(=O)CR_{14}R_{15}R_{16}$, -$C(=O)OCH_3$, -$C(=O)OCH_2R_{14}$, -$C(=O)OCHR_{14}R_{15}$, -$C(=O)OCR_{14}R_{15}R_{16}$, -$S(=O)_2NH_2$, -$S(=O)_2NHR_{14}$, -$S(=O)_2NR_{14}R_{15}$, -NHC(=O)H, -$N(R_{14})C(=O)H$, -$NHC(=O)R_{15}$, -$N(R_{14})C(=O)R_{15}$, -$NHC(=O)OR_{14}$, -$NHS(=O)_2H$, -$N(R_{14})S(=O)_2H$, -$NHS(=O)_2OR_{15}$, -$N(R_{14})S(=O)_2OR_{15}$, -$N(H)S(=O)_2R_{15}$, -$N(R_{14})S(=O)_2R_{15}$ and where two vicinal $R_6$ or $R_7$ groups combine to form a substituted or unsubstituted –$C_4$-$C_{10}$ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group where $R_{14}$, $R_{15}$ and $R_{16}$ are each independently selected from the group consisting of –$C_1$-$C_{12}$ alkyl, substituted alkyl, or heteroalkyl, -$C_1$-$C_{12}$ alkenyl, substituted alkenyl, or heteroalkenyl, -$C_1$-$C_{12}$ alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and –($C_1$-$C_8$ alkyl or substituted alkyl)$_{n9}$-($C_3$-$C_{12}$ arylene or heteroarylene)-($C_1$-$C_8$ alkyl or substituted alkyl)$_{n10}$ where n9 and n10 are independently 0 or 1; or when $R_{14}$ and $R_{15}$ are attached to a nitrogen atom they can combine to form a substituted or unsubstituted –$C_4$-$C_{10}$ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group; or

a pharmaceutically acceptable salt thereof.

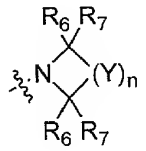
2. The compound of Claim 2 wherein $R_1$ is halo.

3. The compound of Claim 2 wherein $R_1$ is fluoro.

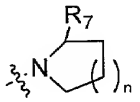
4. The compound of Claim 3 wherein $R_2$ and $R_4$ are hydrogen.

5. The compound of Claim 4 wherein $R_3$ is alkyl.

6. The compound of Claim 5 wherein the



group is a group of formula:

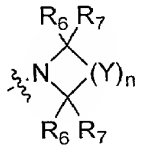


wherein:

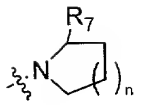
n is 1; and

$R_7$ is $-C(=O)NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ are independently selected from the group consisting of hydrogen, $-(C_1-C_{12})$ alkyl, substituted alkyl, or heteroalkyl, $-(C_1-C_{12})$ alkenyl, substituted alkenyl, or heteroalkenyl, $-(C_1-C_{12})$ alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and $-(C_1-C_8$ alkyl or substituted alkyl$)_{n9}-(C_3-C_{12}$ arylene or heteroarylene$)-(C_1-C_8$ alkyl or substituted alkyl$)_{n10}$ where n9 and n10 are independently 0 or 1; or $R_{14}$ and $R_{15}$ combine to form a substituted or unsubstituted $-(C_4-C_{10})$cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

7. The compound of Claim 5 wherein the



group is a group of formula:

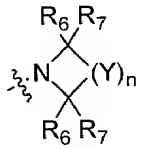


wherein:

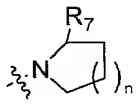
n is 1; and

$R_7$ is -C(=O)$NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ are each independently hydrogen or –($C_1$-$C_{12}$) alkyl, alkoxy, aryl, heteroaryl or $R_{14}$ and $R_{15}$, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

8. The compound of Claim 5 wherein the



group is a group of formula:

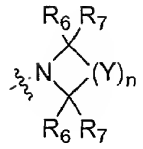


wherein:

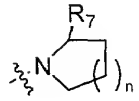
n is 1; and

$R_7$ is -C(=O)$NHR_{15}$ where $R_{15}$ is H or –($C_1$-$C_{12}$) alkyl, aryl, or heteroaryl or -C(=O)$NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ form a substituted or unsubstituted -($C_4$-$C_{10}$)cyclic heteroalkyl.

9. The compound of Claim 5 wherein the



group is a group of formula:



wherein:

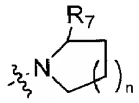
n is 1; and

$R_7$ is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-

methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

10. The compound of Claim 5 wherein the

group is a group of formula:

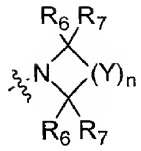


wherein:

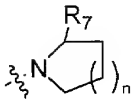
n is 1; and

$R_7$ is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the $R_7$ group is (*S*) and $R_3$ is *n*-butyl.

11. The compound of Claim 5 wherein the



group is a group of formula:

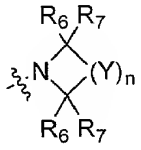


wherein:

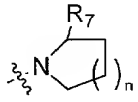
n is 1; and

$R_7$ is -C(=O)$OR_{14}$ where $R_{14}$ is hydrogen or –($C_1$-$C_{12}$) alkyl, alkoxy, aryl, or heteroaryl.

12. The compound of Claim 5 wherein the



group is a group of formula:



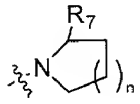
wherein:

n is 1; and

$R_7$ is -C(=O)$OR_{14}$ where $R_{14}$ is alkyl; and the stereochemistry at the $C_2$ carbon atom of the pyrrolidine ring is (*S*).

13. The compound of Claim 1 wherein the

group is a group of formula:

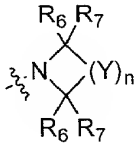


wherein:

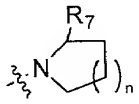
n is 1; and

$R_7$ is $-C(=O)NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ are independently selected from the group consisting of hydrogen, $-(C_1-C_{12})$ alkyl, substituted alkyl, or heteroalkyl, $-(C_1-C_{12})$ alkenyl, substituted alkenyl, or heteroalkenyl, $-(C_1-C_{12})$ alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and $-(C_1-C_8$ alkyl or substituted alkyl$)_{n9}-(C_3-C_{12}$ arylene or heteroarylene$)-(C_1-C_8$ alkyl or substituted alkyl$)_{n10}$ where n9 and n10 are independently 0 or 1; or $R_{14}$ and $R_{15}$ combine to form a substituted or unsubstituted $-(C_4-C_{10})$cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

14. The compound of Claim 1 wherein the



group is a group of formula:

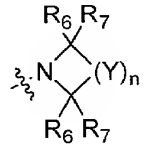


wherein:

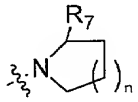
n is 1; and

$R_7$ is -C(=O)$NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ are each independently hydrogen or –($C_1$-$C_{12}$) alkyl, alkoxy, aryl, heteroaryl or $R_{14}$ and $R_{15}$, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

15. The compound of Claim 1 wherein the



group is a group of formula:

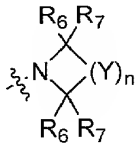


wherein:

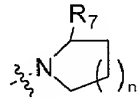
n is 1; and

$R_7$ is -C(=O)$NHR_{15}$ where $R_{15}$ is H or –($C_1$-$C_{12}$) alkyl, aryl, or heteroaryl or -C(=O)$NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ form a substituted or unsubstituted -($C_4$-$C_{10}$)cyclic heteroalkyl.

16. The compound of Claim 1 wherein the



group is a group of formula:

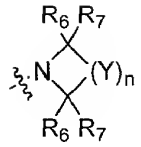


wherein:

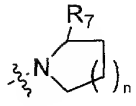
n is 1; and

$R_7$ is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenyl-aminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

17. The compound of Claim 1 wherein the



group is a group of formula:

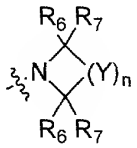


wherein:

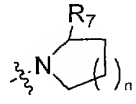
n is 1; and

$R_7$ is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the $R_7$ group is (*S*).

18. The compound of Claim 1 wherein the



group is a group of formula:

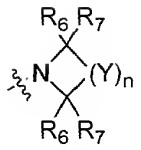


wherein:

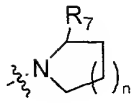
n is 1; and

$R_7$ is -C(=O)$OR_{14}$ where $R_{14}$ is hydrogen or –($C_1$-$C_{12}$) alkyl, alkoxy, aryl, or heteroaryl.

19. The compound of Claim 1 wherein the



group is a group of formula:



wherein:

n is 1; and

$R_7$ is -C(=O)$OR_{14}$ where $R_{14}$ is alkyl; and the stereochemistry at the $C_2$ carbon atom of the pyrrolidine ring is (*S*).

20. The compound of Claim 13-19 wherein $R_2$ and $R_4$ are hydrogen.

21. The compound of Claim 20 wherein $R_1$ is halo.

22. The compound of Claim 21 wherein $R_3$ is alkyl.

23. The compound of Claim 22 wherein $R_1$ is fluoro.

24. The compound of Claim 22 wherein $R_3$ is *n*-butyl.

25. The compound of Claim 13-19 wherein $R_1$ is halo.

26. The compound of Claim 25 wherein $R_1$ is fluoro and $R_2$ and $R_4$ are hydrogen.

27. The compound of Claim 26 wherein $R_3$ is alkyl.

28. The compound of Claim 19 wherein $R_1$ is hydroxy.

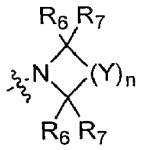
29. The compound of Claim 28 wherein $R_3$ is alkyl.

30. The compound of Claim 29 wherein $R_3$ is *n*-butyl.

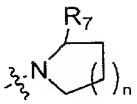
31. The compound of Claim 1 wherein $R_1$ is hydroxy.

32. The compound of Claim 31 wherein $R_2$ and $R_4$ are hydrogen and $R_3$ is alkyl.

33. The compound of Claim 31 wherein the



group is a group of formula:



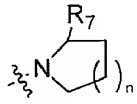
wherein:

n is 1; and

$R_7$ is -C(=O)$NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ are independently selected from the group consisting of hydrogen, -($C_1$-$C_{12}$) alkyl, substituted alkyl, or heteroalkyl, -($C_1$-$C_{12}$) alkenyl, substituted alkenyl, or heteroalkenyl, -($C_1$-$C_{12}$) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -($C_1$-$C_8$ alkyl or substituted alkyl)$_{n9}$-($C_3$-$C_{12}$ arylene or heteroarylene)-($C_1$-$C_8$ alkyl or substituted alkyl)$_{n10}$ where n9 and n10 are independently 0 or 1; or $R_{14}$ and $R_{15}$ combine to form a substituted or unsubstituted -($C_4$-$C_{10}$)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

34. The compound of Claim 31 wherein the

group is a group of formula:

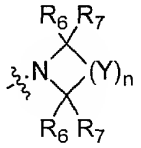


wherein:

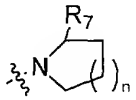
n is 1; and

$R_7$ is -C(=O)$NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ are each independently hydrogen or –($C_1$-$C_{12}$) alkyl, alkoxy, aryl, heteroaryl or $R_{14}$ and $R_{15}$, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

35. The compound of Claim 31 wherein the



group is a group of formula:

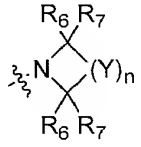


wherein:

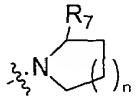
n is 1; and

$R_7$ is -C(=O)$NHR_{15}$ where $R_{15}$ is H or –($C_1$-$C_{12}$) alkyl, aryl, or heteroaryl or -C(=O)$NR_{14}R_{15}$ where $R_{14}$ and $R_{15}$ form a substituted or unsubstituted -($C_4$-$C_{10}$)cyclic heteroalkyl.

36. The compound of Claim 31 wherein the



group is a group of formula:

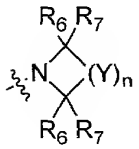


wherein:

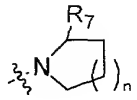
n is 1; and

$R_7$ is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-yl-carbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

37. The compound of Claim 31 wherein the



group is a group of formula:

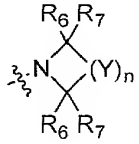


wherein:

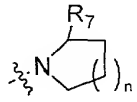
n is 1; and

$R_7$ is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the $R_7$ group is (*S*).

38. The compound of Claim 31 wherein the



group is a group of formula:

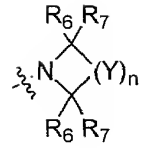


wherein:

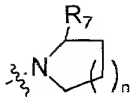
n is 1; and

$R_7$ is -C(=O)$OR_{14}$ where $R_{14}$ is hydrogen or –($C_1$-$C_{12}$) alkyl, alkoxy, aryl, or heteroaryl.

39. The compound of Claim 31 wherein the



group is a group of formula:



wherein:

n is 1; and

$R_7$ is $-C(=O)OR_{14}$ where $R_{14}$ is alkyl; and the stereochemistry at the $C_2$ carbon atom of the pyrrolidine ring is (*S*).

40. The compound of Claim 32-38 wherein $R_3$ is *n*-butyl.

41. The compound of Claim 13-19 wherein $R_2$ and $R_4$ are hydrogen.

42. The compound of Claim 41 wherein $R_1$ is hydroxy.

43. The compound of Claim 42 wherein $R_3$ is alkyl.

44. The compound of Claim 41 wherein $R_3$ is *n*-butyl.

45. The compound of Claim 1 selected from the group consisting of:

*N*-hydroxy-3-[(*S*)-(*n*-butyl)-3-(2-(*S*)-1,1-dimethylethyloxycarbonyl)-pyrrolidin-1-carbonyl)]-2-(*S*)-fluoropropionamide;

*N*-hydroxy-3-[(*S*)-(*n*-butyl)-3-(2-(*S*)-pyridin-1-ylcarbonyl)pyrrolidin-1-carbonyl)]-2-(*S*)-fluoropropionamide;

*N*-hydroxy-3-[(*S*)-(*n*-butyl)-3-(2-(*S*)-azetidin-1-ylcarbonyl)-pyrrolidin-1-carbonyl)]-2-(*S*)-fluoropropionamide;

*N*-hydroxy-3-[(*S*)-(*n*-butyl)-3-(2-(*S*)-ethylaminocarbonyl)pyrrolidin-1-carbonyl)]-2-(*S*)-fluoropropionamide;

*N*-hydroxy-3-[(*S*)-(*n*-butyl)-3-(2-(*S*)-phenylaminocarbonyl)-pyrrolidin-1-carbonyl)]-2-(*S*)-hydroxypropionamide;

*N*-hydroxy-3-[(*S*)-(*n*-butyl)-3-(2-(*S*)-pyrimidin-2-ylaminocarbonyl)pyrrolidin-1-carbonyl)]-2-(*S*)-hydroxypropionamide; and

*N*-hydroxy-3-[(*S*)-(*n*-butyl)-3-(2-(*S*)-thiazol-2-ylaminocarbonyl)-pyrrolidin-1-carbonyl)]-2-(*S*)-fluoropropionamide.

46. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claims 1-45 and a pharmaceutically acceptable excipient.

47. A method of treatment of a disease in a mammal treatable by administration of a peptidyl deformylase inhibitor which method comprises administration of a pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1-45 and a pharmaceutically acceptable excipient.

48. The method of Claim 47 wherein the disease is a bacterial disease.